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August 27, 1996

Mr. Vicente Guzman
President
VC Medical Distributors, Inc.
1536 Ganges Street
El Paraiso Industrial Park
Rio Piedras, Puerto Rico 00926

Re: Assignment of Distribution
Arrangement

Dear Mr. Guzman:

We hereby consent to the assignment of the Distribution Arrangement by and between VC Medical Distributors, Inc. (VC") and the undersigned (the "Distribution Arrangement") to Graham Field Express (Puerto Rico), Inc. ("GFE") upon the closing of the sale of the business and assets of VC to GFE, as provided in your letter of August 17, 1996. All other terms and condition of the Distribution Arrangement shall remain in full force and effect after such assignment.

This letter is also to confirm the Exclusive Sales Agreement is no longer in effect, and both company will continue to do business at good will.

Cordially,


Calvin Chang
Vice President